

BOARD CHARTER

PURPOSE

The board charter of SensOre Ltd (**SensOre** or the **Company**) defines the roles, responsibilities and authorities of the board of directors and executive management in setting the strategic direction, business plan, management, control and good corporate governance practice of the Company.

ROLES & RESPONSIBILITIES

The board has adopted the following primary roles and responsibilities to:

- carry out its duties and responsibilities in accordance with the laws of Australia, the jurisdiction of incorporation of the Company and, where relevant, in the other countries in which SensOre operates;
- oversee and monitor the performance of the Company and executive management in the context of the long-term interests of its shareholders, and whenever required, challenge management and hold it to account;
- promote a culture of integrity, responsibility, innovation and excellence;
- set the Company's risk appetite and monitoring the adequacy of the Company's risk management strategy (for both financial and non-financial risks); and
- develop a system for the timely and accurate public disclosure of all information that a reasonable person would expect to have a material effect on the price and value of SensOre's securities and ensure that system is managed and operating effectively.

Specifically, the board:

- is responsible for the stewardship of the Company and has final accountability for the governance of SensOre's business;
- is actively involved in the definition and adoption of the Company's strategic and business plans by working with executive management to determine how those plans are implemented and taking responsibility for monitoring the implementation of those plans;
- has delegated the day-to-day management of the business and affairs of SensOre to the executive management of the Company, subject to compliance with strategic and capital plans approved from time-to-time by the board;
- is responsible for succession planning, remuneration and performance assessment of the board and executive management of the Company and ensuring alignment with the Company's purpose and values;
- is responsible for appointing and replacing the chair and the chief executive officer;
- is responsible for approving the appointment and replacement of other senior executives and the company secretary;
- is responsible for approving operating budgets and major capital expenditure;
- oversees the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- keeps its shareholders informed as to the status of the Company's affairs through its interim statements, annual reports, announcements and a comprehensive website;
- monitors and assesses the integrity of the internal controls and management information systems designed and implemented by executive management; and
- monitors and assesses the integrity of the risk management strategies developed and implemented by executive management.

MEMBERSHIP, INDEPENDENCE & DEVELOPMENT

The Company recognises the fundamental importance of a board comprising a balance of complementary skills, knowledge and expertise as well as operational and international experience.

The board is responsible for determining the composition of its members, with board appointments being based on merit.

The board should be made up of directors:

- with an appropriate range of skills, experience and expertise including directors of different ages, ethnicities and backgrounds;
- who can understand and competently deal with current and emerging business issues; and
- who can effectively review and challenge the performance of management, and exercise independent judgment.

The number of directors is determined in accordance with the Company's constitution and the requirements of the *Corporations Act 2001* (Cth).

Upon appointment, directors and executive management are provided with an induction pack and an employment agreement letter or a non-executive director appointment letter which communicate Company expectations as well as key duties.

Ideally, the board should comprise a majority of independent directors.

The board has adopted several measures to ensure that independent judgement is achieved and maintained in respect of its decision-making processes, which include the following:

- directors are entitled to seek independent professional advice at the Company's expense;
- non-executive directors are encouraged to meet or confer on a regular basis for private discussion of management issues;
- directors having a conflict of interest must immediately declare the conflict to the chairperson and, in relation to a particular item of business, must absent themselves from the board meeting before commencement of discussion and the taking of a vote on the matter;
- independent directors are required to complete an independent director's declaration annually, confirming that no circumstances exist which may affect their independence; and
- directors are encouraged to discuss and make enquiries regarding business and strategic matters with senior executives.

Determinations as to whether a director is independent are made by the other members of the board.

The board has adopted processes to measure annually its own performance and that of its committees, individual directors and senior management.

MEETINGS

The board will ordinarily meet not less than five times per annum and as frequently as otherwise may be required.

A directors' meeting must be called by not less than 48 hours' notice of a meeting to each director, unless the directors unanimously agree otherwise. Meetings may be called by the chairperson or any two directors.

An agenda will be prepared for each board meeting, prepared by the company secretary in consultation with the chairperson and chief executive officer.

A board meeting quorum shall be determined in accordance with the Company's constitution.

The company secretary is responsible for distributing Board meeting papers to directors prior to meetings. Draft minutes of board meetings shall be prepared by the company secretary and promptly distributed for review by board members following the meeting. The chairperson will seek to have board members approve the minutes within one month of the relevant meeting.

CHAIRPERSON & CHIEF EXECUTIVE OFFICER

A strategic balance is maintained between the responsibilities of the chairman, the chief executive officer, each of the non-executive directors and the company secretary.

SensOre recognises that common corporate governance practice is to elect an independent, non-executive director as chair.

The roles of the chairman and chief executive officer are separate, and the division of responsibilities has been formally approved by the board.

The chairman is primarily responsible for the proper functioning of the board, ensuring sound and productive exchange between directors as well as the board and executive management, and mentoring the Company's executive team.

The chief executive officer is primarily responsible for:

- day-to-day management of the Company's business;
- preparing, adding value to and implementing the Company's annual strategic plan and vision;
- keeping the board informed of all major project proposals and developments by way of specific reports;

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- managing and developing relations with the Company's joint venture partners and executive management of the joint ventures;
- ensuring that resource deployment is in accordance with the Company's approved business strategy and any specific directions of the board;
- the identification of material business risks and the design and implementation of strategies and systems to manage and ensure, where possible, the Company's material business risks; and
- maintaining relations with investors, analysts, brokers and advisers.

The company secretary's primary role is to support the proper functioning and effectiveness of the board. The company secretary reports directly to the board through the chairman or committee chairmen (as appropriate), however, communication between all directors and the company secretary is encouraged.

COMMITTEES & POLICIES

From time to time, the board may delegate specific responsibilities to ad hoc committees.

The board has adopted a range of policies and codes to advance the strategic objectives of the Company.

Each director is bound by the Company's charters, policies and codes of conduct. The Company may, in its discretion, amend the policies from time to time and may depart from any of the policies in individual cases, where considered appropriate.

REVIEW

The board will review this charter from time to time to ensure that it continues to meet the needs of the Company and the board and accords (where appropriate) with best practice standards.

QUESTIONS

Any questions about this charter should be directed to the company secretary.

APPROVED AND ADOPTED

This charter was approved and adopted by the board.

DOCUMENT CONTROL**REVIEW LOG**

Last Review Date	Reviewer	Next Scheduled Review Date
July and August 2021	Co Sec and MinterEllison	1 August 2022

CHANGE LOG

Version	Brief description of change	Approval Date	Approver
1	Initial version drafted	1 June 2020	R Taylor
2	Board and external review and update	17 August 2021	Board